

**BROWN McGARRY NIMEROFF LLC**

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*Attorneys for Defendants,*  
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**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

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DELAWARE RIVER WATERFRONT	:	
CORPORATION	:	CIVIL ACTION
Plaintiff,	:	
	:	Case No. _____
v.	:	
	:	
THE SAGE GROUP PLC	:	
and	:	
WELLSPRING SOFTWARE, INC.	:	
Defendants.	:	

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**NOTICE OF REMOVAL**

Pursuant to 28 U.S.C §§ 1332, 1441 and 1446 Defendant, The Sage Group plc (“Sage Group”), hereby files this Notice of Removal of the above-captioned action from the Court of Common Pleas of Philadelphia County, First Judicial District of Pennsylvania (the “Philadelphia County Action”), to the United States District Court for the Eastern District of Pennsylvania.

The grounds for this Notice of Removal are as follows:

1. On December 29, 2021, Delaware River Waterfront Corporation (“DRWC”) commenced the Philadelphia County Action by way of Writ of Summons against Sage Group and also against Defendant Wellspring Software, Inc. (“Wellspring”). (Attached hereto as Exhibit 1 is a true and correct copy of the Praecept for Writ of Summons.)

2. The Writ of Summons did not set forth the claim for relief upon which the action was based nor did the Writ assert an amount in controversy.

3. On March 31, 2022, the trial court in the Philadelphia County Action issued an Order and Rule directing DRWC to file a Complaint. (Attached hereto as Exhibit 2 is a true and correct copy of the Order and Rule.)

4. On April 18, 2022, DRWC filed a Complaint in the Philadelphia County Action against Sage Group and Wellspring alleging claims of negligence and misrepresentation in connection with licensed software that, according to DRWC, improperly permitted its former accounting administrator to steal some \$2.4 million by printing and cashing checks made payable to herself on a DRWC bank account. (Attached hereto as Exhibit 3 is a true and correct copy of the Complaint.)

5. This Notice of Removal is timely as the Complaint -- the initial pleading setting forth the claim for relief upon which this action is based -- was received no earlier than April 18, 2022. Less than thirty days have passed since the filing of the Complaint, and thus removal is timely under 28 U.S.C § 1446(b). (See Exhibit 4, Certificate of Service).

6. This Court has jurisdiction over this action pursuant to 28 U.S.C § 1332(a).

7. According to the Complaint, DRWC is a Pennsylvania non-profit corporation with its principal place of business located at 121 N. Columbus Boulevard, Philadelphia, Pennsylvania. (Exhibit 3, Complaint at ¶ 7).

8. According to the Complaint, Sage Group is a Virginia corporation with its principal place of business located at 271 17<sup>th</sup> Street NW, Atlanta, Georgia. (Exhibit 3, Complaint at ¶ 8).<sup>1</sup>

9. According to the Complaint, Wellspring is a Missouri corporation with its principal place of business located at 445 Sovereign Court, Manchester, Missouri. (Exhibit 3, Complaint at ¶ 9).

10. According to the Complaint, the amount in controversy exceeds \$75,000. (Exhibit 3, Complaint at ¶¶ 68, 88, 109).

11. Thus, all defendants in this action are completely diverse to the sole plaintiff and the amount in controversy, as pleaded, satisfies the jurisdictional floor.

12. Pursuant to 28 U.S.C § 1446(d), copies of this Notice of Removal are being served upon all parties, and a copy is being filed with the Prothonotary of the Philadelphia County Court of Common Pleas.

13. The undersigned represents Sage Group and has entered her appearance on its behalf in this case.

14. Counsel for co-defendant Wellspring has consented to the removal of this action. (See Consent to Removal filed herewith).

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<sup>1</sup> Counsel for Sage Group has advised DRWC's counsel that it has sued the wrong defendant. The licensor of the Sage software is, according to the exhibit attached to the Complaint, Sage Software, Inc., a Virginia corporation with a principal place of business in Atlanta, Georgia. (Exhibit 3, Complaint, Ex. A, License Agreement, p. 1 at ¶ 1, Definition of "Sage.") The entity named in the Complaint, The Sage Group, plc, is a public company limited by shares organized under the laws of the United Kingdom and headquartered in Newcastle Upon Tyne, UK. (Attached as Exhibit 5 is a true and correct copy of a Companies House printout, setting forth incorporation and principal place of business information). In any event, as a subject/citizen of a foreign state, The Sage Group, plc is also completely diverse to the sole plaintiff, DRWC. (28 U.S.C. §1332(a)(2)).

15. In addition to Exhibits 1-3, true and correct copies of all other pleadings served upon the Sage Group, Responses, if any, and all Orders filed in this case are attached collectively as Exhibit 6, as required by 28 U.S.C. § 1446(a).

16. Nothing in this Notice of Removal shall be interpreted as a waiver or relinquishment of the right of Sage Group, or any other defendant, to assert any and all defenses or objections to the Complaint, including lack of personal jurisdiction. If there are any questions that arise as to the propriety of removal of this action, Sage Group respectfully requests the opportunity to submit briefing, argument, and additional evidence as necessary to support removal of this case.

WHEREFORE, Defendant The Sage Group plc hereby removes the case now pending in the Court of Common Pleas of Philadelphia County, Pennsylvania, No. 2021-02070 to the United States District Court for the Eastern District of Pennsylvania pursuant to 28 U.S.C §§ 1332, 1441 and 1446.

BROWN McGARRY NIMEROFF LLC

Date: May 16, 2022

/s/ Mary Kay Brown  
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**CERTIFICATE OF SERVICE**

I hereby certify that on this 16<sup>th</sup> day of May, 2022, a true and correct copy of the foregoing document was electronically filed using the Court's Electronic Filing System and served upon all parties requesting service therefrom.

*/s/ Mary Kay Brown*

Mary Kay Brown, Esquire